

WARBURG PINCUS EQUITY PARTNERS LP  
Form SC 13D/A  
October 04, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

EEX Corporation

-----  
(Name of the Issuer)

Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

26842V108

-----  
(CUSIP Number)

Scott A. Arenare  
Managing Director and General Counsel  
Warburg Pincus LLC  
466 Lexington Avenue  
New York, New York 10017  
(212) 878-0600

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 25, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

SCHEDULE 13D

CUSIP NO. 26842V108

-----

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg, Pincus Equity Partners, L.P.  
I.D. # 13-3986317

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

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3 SEC USE ONLY

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4 SOURCE OF FUNDS

WC

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS [ ]  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	19,845,000*
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	19,845,000*

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,845,000\*

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.8%\*\*

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14 TYPE OF REPORTING PERSON

PN

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\* Represents (i) 9,922,500 shares of Common Stock issuable upon exercise of the Series A Warrants (as defined herein) at an exercise price of \$12 per share; (ii) 2,362,500 shares of Common Stock issuable upon exercise of the Series B Warrants (as defined herein) at an exercise price of \$12 per

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share; and (iii) 7,560,000 shares of Common Stock issuable upon exercise of the Series C Warrants (as defined herein) at an exercise price of \$12 per share. Each of the Series A Warrants, Series B Warrants and Series C Warrants become exercisable after August 31, 1999. However, the Series C Warrants will be exercisable only as a stock appreciation right.

\*\* Based on the number of shares reported as outstanding as of July 31, 2002 by the Company in its Quarterly Report on Form 10-Q for the three months ended June 30, 2002.

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SCHEDULE 13D

CUSIP NO. 26842V108

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Warburg, Pincus & Co. I.D. # 13-6358475
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [x]
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3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS  N/A
-----	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS [ ] REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  New York
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER ----- 8 SHARED VOTING POWER 21,000,000* ----- 9 SOLE DISPOSITIVE POWER ----- 10 SHARED DISPOSITIVE POWER 21,000,000* -----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  21,000,000*
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12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.0%\*\*

14 TYPE OF REPORTING PERSON  
PN

\* Represents (i) 10,500,000 shares of Common Stock issuable upon exercise of the Series A Warrants (as defined herein) at an exercise price of \$12 per share; (ii) 2,500,000 shares of Common Stock issuable upon exercise of the Series B Warrants (as defined herein) at an exercise price of \$12 per share; and (iii) 8,000,000 shares of Common Stock issuable upon exercise of the Series C Warrants (as defined herein) at an exercise price of \$12 per share. Each of the Series A Warrants, Series B Warrants and Series C Warrants become exercisable after August 31, 1999. However, the Series C Warrants will be exercisable only as a stock appreciation right.

\*\* Based on the number of shares reported as outstanding as of July 31, 2002 by the Company in its Quarterly Report on Form 10-Q for the three months ended June 30, 2002.

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SCHEDULE 13D

CUSIP NO. 26842V108

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus LLC (f/k/a E.M. Warburg, Pincus & Co., LLC)  
I.D. # 13-3536050

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS [ ]  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER 7 SOLE VOTING POWER  
OF  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED 21,000,000\*  
BY

EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0

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PERSON WITH	10	SHARED DISPOSITIVE POWER 21,000,000*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  21,000,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <span style="float: right;">[ ]</span>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 33.0%**	
14	TYPE OF REPORTING PERSON 00	

\* Represents (i) 10,500,000 shares of Common Stock issuable upon exercise of the Series A Warrants (as defined herein) at an exercise price of \$12 per share; (ii) 2,500,000 shares of Common Stock issuable upon exercise of the Series B Warrants (as defined herein) at an exercise price of \$12 per share; and (iii) 8,000,000 shares of Common Stock issuable upon exercise of the Series C Warrants (as defined herein) at an exercise price of \$12 per share. Each of the Series A Warrants, Series B Warrants and Series C Warrants become exercisable after August 31, 1999. However, the Series C Warrants will be exercisable only as a stock appreciation right.

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EXPLANATORY NOTE

This Amendment No. 2 amends the Schedule 13D filed on behalf of Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership ("WPEP"), Warburg, Pincus & Co., a New York general partnership ("WP"), and Warburg Pincus LLC (f/k/a E.M. Warburg, Pincus & Co., LLC), a New York limited liability company ("WPLLC") on May 18, 1999, as amended on May 30, 2002, relating to the common stock, par value \$0.01 per share, of EEX Corporation, a Delaware corporation (the "Company"). Unless the context otherwise requires, references herein to the "Common Stock" are to the common stock of EEX Corporation, par value \$0.01 per share.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER..

Item 6 of the Schedule 13D is hereby amended by adding a new third paragraph thereto as follows:

On September 25, 2002, Newfield, WPEP, Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V., Thomas M. Hamilton, David R. Henderson, Richard S. Langdon, David A. Trice and Terry

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W. Rathert entered into an Agreement of Correction in order to correct inaccuracies contained in the Voting Agreement, pursuant to which, among other things, the Voting Agreement was amended to reflect that WPEP, Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V. and Warburg, Pincus Netherlands Equity Partners III, C.V. may assign or transfer their shares of Series B Preferred Stock of the Company to an entity that is wholly owned by one or more of them if such entity agrees to be bound by the terms of the Voting Agreement in an instrument reasonably acceptable to Newfield.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Agreement of Correction, dated as of September 25, 2002, by and among Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V., Thomas M. Hamilton, David R. Henderson, Richard S. Langdon, David A. Trice and Terry W. Rathert.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 4, 2002

WARBURG, PINCUS EQUITY  
PARTNERS, L.P.

By: Warburg, Pincus & Co.  
General Partner

By: /s/ Scott A. Arenare

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Scott A. Arenare  
Partner

Dated: October 4, 2002

WARBURG, PINCUS & CO.

By: /s/ Scott A. Arenare

-----  
Scott A. Arenare  
Partner

Dated: October 4, 2002

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

-----  
Scott A. Arenare  
Managing Director

EXHIBIT INDEX

Exhibit 1      Agreement of Correction, dated as of September 25, 2002, by and among Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V., Thomas M. Hamilton, David R. Henderson, Richard S. Langdon, David A. Trice and Terry W. Rathert.